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A Prepared by and return to: Fearnley & Califf, PLLC
6389 Quail Hollow, #202
Memphis, TN. 38120
(901) 767-6200

SECOND AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR BARTON RIDGE SUBDIVISION
(ALL SECTIONS)

PLAT BOOK 105, PAGE 31-32
SECTION 33, TOWNSHIP 1, RANGE 5

THIS SECOND AMENDMENT to Declaration of Protective Covenants, Conditions and Restrictions for Barton Ridge Subdivision (All Sections) made and executed upon day and dates hereinafter recited to provide as follows:

WITNESSETH:

WHEREAS, said Protective Covenants, Conditions and Restrictions for Barton Ridge Subdivision (All Sections) were first recorded under Book 570 Page 249 and a First Amendment recorded at Book 571, Page 339 in the Chancery Clerk's Office of DeSoto County, Mississippi; and

WHEREAS, it is the purpose of this SECOND AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTICTIONS FOR BARTON RIDGE SUBDIVISION (ALL SECTIONS) to add the following additional paragraphs to the covenants:

19. ARCHITECTURAL CONTROL COMMITTEE: The HOA will set up an architectural control committee consisting of at least (5) HOA members for the purpose of controlling any additions or modifications to any homes within the subdivision, the construction of any fences by HOA members in their yards, fences around the lake, or any fences around the common areas of the subdivision. Until a HOA is set up, Developer shall perform the aforesaid anticipated obligations of the association
20. PRIVACY FENCES ON LAKE. All lots and homes that back up to or are on the lake may not construct privacy fences on or around the lake without the approval of the architectural control committee.

NOW THREFORE, pursuant to paragraph 16. of the Declaration of Protective Covenants, Conditions and Restrictions for Barton Subdivision (All Sections) these covenants are hereby amended and modified as hereinabove provided by this instrument signed by PAYNE LANE DEVELOPMENT, LLC, the Developer, who hereby approves and signs, indicating approval of the amendments and additions to said Protective

Covenants, Conditions and Restrictions by signing below.

IN WITNESS WHEREOF, the undersigned has caused this Second Amendment to the Declaration of Protective Covenants, Conditions and Restrictions for Barton Ridge Subdivision (All Sections) on the days and dates indicated below.

PAYNE LANE DEVELOPMENT, LLC, DEVELOPER

By: 

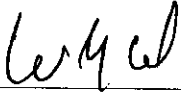
T. DAVID GOODWIN, JR.,
Chief Manager

Date: October 15, 2008

STATE OF TENNESSEE
COUNTY OF SHELBY

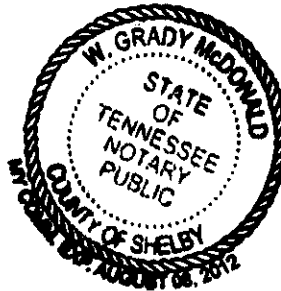
On this the 15th day of October, 2008, before me personally appeared T. David Goodwin, Jr., with whom I am personally acquainted (or proved by satisfactory evidence) and who upon oath acknowledged that he is the Chief Manager, respectively of Payne Lane Development, LLC, a Tennessee Limited Liability Company, and as such Chief Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Limited Liability Company as Chief Manager.

WITNESS my hand and official seal at office this 15th day of October, 2008.



Notary Public

My commission expires: 8/6/2012



Payne Lane Development, LLC
6104 Macon Road
Memphis, TN. 38134
901-377-1006